



# BYFORD INTERNATIONAL LIMITED

## 百富國際有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 8272

## INTERIM REPORT 2006/2007 中期報告

## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (“STOCK EXCHANGE”)**

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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*This report, for which the directors (“Directors”) of Byford International Limited (“Company” or “Byford”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

## 香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

創業板乃為涉及高投資風險之公司提供一個上市之市場，尤其在創業板上市之公司無須有過往溢利紀錄，亦無須預測未來溢利。此外，在創業板上市之公司可能因其新興性質及該等公司經營業務之行業或國家而承受風險。有意投資者應了解投資該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板具有較高風險及其他特點表示創業板較適合專業投資者及其他資深投資者。

基於創業板上市公司之新興性質，在創業板買賣之證券可能會較於主板買賣之證券容易受到市場波動所影響。在創業板買賣之證券亦不保證會有高流通量之市場。

創業板發佈資料之主要方法為透過聯交所操作之互聯網網站刊登。上市公司一般無須在憲報指定報章刊登付款公佈。因此，有意投資者謹請注意，彼等須瀏覽創業板網站[www.hkgem.com](http://www.hkgem.com)，以取得創業板上市發行人之最新資料。

聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部份內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

本報告所載資料包括聯交所創業板證券上市規則（「創業板上市規則」）規定提供有關百富國際有限公司（「本公司」或「百富」）之資料。本公司各董事（「董事」）對本報告共同及個別承擔全部責任。各董事在作出一切合理查詢後確認，就彼等所深知及確信：(1)本報告所載資料在各重大方面均準確及完整，且並無誤導；(2)本報告亦無遺漏其他事項致使本報告所載任何陳述有所誤導；及(3)所有在本報告表達之意見乃經過審慎周詳考慮後始行作出，並以公平合理之基準及假設為依據。

# Condensed Consolidated Financial Statements

## 簡明綜合財務報表

The board of Directors (“Board”) of the Company announces the unaudited consolidated results of the Company and its subsidiaries (together the “Group”) for the three months and six months ended 31 October 2006 together with comparative unaudited figures for the previous corresponding period as follows:

本公司之董事會（「董事會」）宣佈·本公司及其附屬公司（統稱「本集團」）截至二零零六年十月三十一日止三個月及六個月之未經審核綜合業績連同去年同期之未經審核比較數字如下：

### CONDENSED CONSOLIDATED INCOME STATEMENT

For the three months and six months ended 31 October 2006

### 簡明綜合收益表

截至二零零六年十月三十一日止三個月及六個月

			Three months ended 31 October 截至十月三十一日止三個月		Six months ended 31 October 截至十月三十一日止六個月	
			2006 二零零六年 (Unaudited) (未經審核) HK\$'000 千港元	2005 二零零五年 (Unaudited) (未經審核) HK\$'000 千港元	2006 二零零六年 (Unaudited) (未經審核) HK\$'000 千港元	2005 二零零五年 (Unaudited) (未經審核) HK\$'000 千港元
		Notes 附註				
Turnover	營業額	3	7,136	6,791	14,687	14,593
Cost of sales	銷售成本		(3,242)	(3,181)	(6,879)	(7,164)
Gross profit	毛利		3,894	3,610	7,808	7,429
Other income	其他收入		13	64	33	64
Selling and distribution costs	銷售及分銷成本		(1,006)	(816)	(2,219)	(1,763)
General and administrative expenses	一般及行政開支		(2,814)	(2,418)	(6,195)	(5,265)
Operating profit/(loss)	經營溢利／（虧損）	4	87	440	(573)	465
Gain on disposal of a subsidiary	出售一家附屬公司之收益		–	–	–	824
Finance costs	融資成本	5	(3)	(110)	(6)	(246)
Profit/(loss) before income tax	除所得稅前溢利／（虧損）		84	330	(579)	1,043
Income tax expense	所得稅開支	6	(30)	(25)	(56)	(48)
Profit/(loss) for the period, attributable to equity holders of the Company	期內本公司股權持有人 應佔溢利／（虧損）		54	305	(635)	995
			HK cent 港仙	HK cent 港仙	HK cent 港仙	HK cent 港仙
Earnings/(loss) per share	每股盈利／（虧損）	7				
– Basic	– 基本		0.03	0.15	(0.32)	0.50
– Diluted	– 攤薄		0.03	0.15	(0.32)	0.50

## CONDENSED CONSOLIDATED BALANCE SHEET

At 31 October 2006

## 簡明綜合資產負債表

於二零零六年十月三十一日

			At 31 October 2006 於二零零六年 十月三十一日 (Unaudited) (未經審核) HK\$'000 千港元	At 30 April 2006 於二零零六年 四月三十日 (Audited) (經審核) HK\$'000 千港元
	Notes 附註			
<b>ASSETS</b>		<b>資產</b>		
Non-current assets		非流動資產		
Plant and equipment	9	機器及設備	495	681
Trademarks		商標	18,149	18,143
			<b>18,644</b>	<b>18,824</b>
Current assets		流動資產		
Inventories		存貨	3,825	3,731
Trade receivables	10	貿易應收款項	5,659	4,941
Prepayments, deposits and other receivables		預付款項、按金及其他 應收款項	1,057	966
Amount due from related companies		應收關連公司款項	77	130
Cash and cash equivalents		現金及現金等值	2,384	3,761
			<b>13,002</b>	<b>13,529</b>
Total assets		資產總值	<b>31,646</b>	<b>32,353</b>
<b>EQUITY</b>		<b>權益</b>		
Capital and reserves attributable to equity holders of the Company		本公司股權持有人 應佔資本及儲備		
Share capital	13	股本	2,000	2,000
Reserves		儲備	25,216	25,747
Total equity		權益總值	<b>27,216</b>	<b>27,747</b>
<b>LIABILITIES</b>		<b>負債</b>		
Non-current liabilities		非流動負債		
Deferred tax liabilities		遞延稅項負債	51	50
			<b>51</b>	<b>50</b>
Current liabilities		流動負債		
Trade payables	11	貿易應付款項	2,167	1,875
Accruals and other payables		應計賬款及其他應付款項	2,156	2,192
Borrowings	12	借貸	—	438
Taxation payable		應付稅項	56	51
			<b>4,379</b>	<b>4,556</b>
Total liabilities		負債總值	<b>4,430</b>	<b>4,606</b>
Total equity and liabilities		權益及負債總值	<b>31,646</b>	<b>32,353</b>
Net current assets		流動資產淨值	<b>8,623</b>	<b>8,973</b>
Total assets less current liabilities		資產總值減流動負債	<b>27,267</b>	<b>27,797</b>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 31 October 2006

## 簡明綜合權益變動表

截至二零零六年十月三十一日止六個月

		Share capital	Share premium	Special reserve (Note)	Translation reserve	Accumulated losses	Total
		股本	股份溢價	特別儲備 (附註)	匯兌儲備	累計虧損	總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
(Unaudited)	(未經審核)						
At 1 May 2005	於二零零五年五月一日	2,000	18,428	8,023	360	(1,458)	27,353
Profit for the period	期內溢利	–	–	–	–	995	995
Currency translation differences	貨幣匯兌差額	–	–	–	(342)	–	(342)
At 31 October 2005	於二零零五年 十月三十一日	2,000	18,428	8,023	18	(463)	28,006
(Unaudited)	(未經審核)						
At 1 May 2006	於二零零六年五月一日	2,000	18,428	8,023	1,354	(2,058)	27,747
Loss for the period	期內虧損	–	–	–	–	(635)	(635)
Currency translation differences	貨幣匯兌差額	–	–	–	104	–	104
<b>At 31 October 2006</b>	<b>於二零零六年 十月三十一日</b>	<b>2,000</b>	<b>18,428</b>	<b>8,023</b>	<b>1,458</b>	<b>(2,693)</b>	<b>27,216</b>

Note:

附註：

Special reserve represents the difference between the nominal value of the shares of D Byford Holdings Limited, which was the holding company of other members of the Group prior to a group reorganisation and the nominal value of the Company's shares issued for shares exchange at the time of the group reorganisation.

特別儲備為D Byford Holdings Limited (乃集團重組前本集團其他成員公司之控股公司)之股份面值與本公司於集團重組時發行作股份交換之股份面值之差額。

## CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 31 October 2006

## 簡明綜合現金流量表

截至二零零六年十月三十一日止六個月

		Six months ended 31 October 截至十月三十一日止六個月	
		2006 二零零六年 (Unaudited) (未經審核) HK\$'000 千港元	2005 二零零五年 (Unaudited) (未經審核) HK\$'000 千港元
Net cash used in operating activities	經營活動所耗之現金淨額	(977)	(975)
Net cash generated from investing activities	投資活動所得之現金淨額	51	11,725
Net cash used in financing activities	融資活動所耗之現金淨額	(49)	(630)
Net (decrease)/increase in cash and cash equivalents	現金及現金等值之(減少)/增加淨額	(975)	10,120
Cash and cash equivalents at beginning of the period	期初之現金及現金等值	3,365	(318)
Effect of foreign exchange rate changes	外幣匯率變動之影響	(6)	(32)
Cash and cash equivalents at end of the period	期終之現金及現金等值	2,384	9,770
Analysis of the balances of cash and cash equivalents	現金及現金等值之結餘分析		
Bank balances and cash	銀行結餘及現金	2,384	9,778
Bank overdrafts	銀行透支	—	(8)
		2,384	9,770

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the three months and six months ended 31 October 2006

截至二零零六年十月三十一日止三個月及六個月

### 1. General Information

The Company was incorporated in the Cayman Islands on 22 January 2003 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised). The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The shares of the Company have been listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) since 27 June 2003.

On 26 July 2004, Roly International Holdings Ltd. (“Roly”), a company incorporated in Bermuda and listed on the Singapore Exchange Securities Trading Limited, became the ultimate holding company of the Company.

### 2. Basis of Preparation and Principal Accounting Policies

The condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards. The condensed consolidated financial statements have been prepared under the historical cost convention. The principal accounting policies applied in the preparation of these condensed consolidated financial information are consistent with those applied in the preparation of annual financial statements as at and for the year ended 30 April 2006.

### 3. Segmental Information

#### Primary reporting format – business segments

As at 31 October 2006, the Group is organised on a worldwide basis into two main business segments, namely:

- (i) sales of men’s innerwear, socks and apparel (“Sales of goods”); and
- (ii) licensing of the Group’s trademarks relating to *Byford* branded men’s innerwear, socks and apparel and *Baby-Q* branded fashion for babies’ products in return for royalty income (“Licensing income”).

### 1. 一般資料

本公司乃於二零零三年一月二十二日在開曼群島根據公司法（第22章）（經併入一九六一年第三號法案之修訂本）註冊成立為受豁免之有限公司。其註冊辦事處之地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司之股份自二零零三年六月二十七日起於香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）上市。

全威國際控股有限公司（「全威」）乃於百慕達註冊成立並於新加坡證券交易所有限公司上市之公司，於二零零四年七月二十六日成為本公司之最終控股公司。

### 2. 編製基準及主要會計政策

簡明綜合財務報表乃按照國際財務報告準則編製。簡明綜合財務報表乃根據歷史成本法編製。編製此等簡明綜合財務資料所採用之主要會計政策與編製於二零零六年四月三十日及截至該日止年度之年度財務報表所用者相符。

### 3. 分類資料

#### 主要呈報方式－業務分類

於二零零六年十月三十一日，本集團將全球業務歸納為兩項主要業務分類，分別為：

- (i) 銷售男士內衣褲、織襪及服飾（「銷售貨品」）；及
- (ii) 授出本集團有關*Byford*品牌之男士內衣褲、織襪及服飾與*Baby-Q*品牌嬰兒服裝產品之商標授權，以賺取專利權收入（「商標授權收入」）。



**3. Segmental Information** (continued)**Primary reporting format – business segments** (continued)

The following table provides an analysis of the Group's turnover by business segments:

**3. 分類資料** (續)**主要呈報方式 – 業務分類** (續)

下表按業務分類提供本集團之營業額分析：

		Sales of goods 銷售貨品		Licensing income 商標授權收入		Total 總計	
		Six months ended 31 October 截至十月三十一日止六個月		Six months ended 31 October 截至十月三十一日止六個月		Six months ended 31 October 截至十月三十一日止六個月	
		2006 二零零六年 (Unaudited) (未經審核) HK\$'000 千港元	2005 二零零五年 (Unaudited) (未經審核) HK\$'000 千港元	2006 二零零六年 (Unaudited) (未經審核) HK\$'000 千港元	2005 二零零五年 (Unaudited) (未經審核) HK\$'000 千港元	2006 二零零六年 (Unaudited) (未經審核) HK\$'000 千港元	2005 二零零五年 (Unaudited) (未經審核) HK\$'000 千港元
External sales	外界銷售	11,472	11,809	3,215	2,784	14,687	14,593
Segment results	分類業績	(25)	620	650	1,330	625	1,950
Unallocated corporate expenses	未分配公司開支					(1,198)	(1,485)
Operating (loss)/profit	經營(虧損)/溢利					(573)	465
Gain on disposal of a subsidiary	出售一家附屬公司之收益					–	824
Finance costs	融資成本					(6)	(246)
Income tax expense	所得稅開支					(56)	(48)
(Loss)/profit for the period	期內(虧損)/溢利					(635)	995
Segment capital expenditures	分類資本開支	–	50	–	82	–	132
Segment depreciation	分類折舊	132	215	8	78	140	293
Unallocated corporate depreciation	未分配公司折舊					6	7
						146	300

### 3. Segmental Information (continued)

### 3. 分類資料 (續)

#### Primary reporting format – business segments (continued)

#### 主要呈報方式 – 業務分類 (續)

		Sales of goods 銷售貨品		Licensing income 商標授權收入		Total 總計	
		At 31 October 2006 於二零零六年 十月三十一日 (Unaudited) (未經審核) HK\$'000 千港元	At 30 April 2006 於二零零六年 四月三十日 (Audited) (經審核) HK\$'000 千港元	At 31 October 2006 於二零零六年 十月三十一日 (Unaudited) (未經審核) HK\$'000 千港元	At 30 April 2006 於二零零六年 四月三十日 (Audited) (經審核) HK\$'000 千港元	At 31 October 2006 於二零零六年 十月三十一日 (Unaudited) (未經審核) HK\$'000 千港元	At 30 April 2006 於二零零六年 四月三十日 (Audited) (經審核) HK\$'000 千港元
Segment assets	分類資產	9,213	8,797	21,162	19,905	30,375	28,702
Unallocated corporate assets	未分配公司資產					1,271	3,651
Total assets	資產總值					31,646	32,353
Segment liabilities	分類負債	2,935	2,472	1,017	1,029	3,952	3,501
Borrowings	借貸					–	438
Unallocated corporate liabilities	未分配公司負債					371	566
Taxation payable	應付稅項					56	51
Deferred tax liabilities	遞延稅項負債					51	50
Total liabilities	負債總值					4,430	4,606

Segment assets consist primarily plant and equipment, trademarks, inventories, receivables and operating cash. They exclude deferred tax assets.

分類資產主要包括機器及設備、商標、存貨、應收款項及經營現金，惟並不包括遞延稅項資產。

Segment liabilities comprise operating liabilities. They exclude taxation payable and deferred tax liabilities.

分類負債包括經營負債，惟並不包括應付稅項及遞延稅項負債。

Capital expenditures comprise additions to plant and equipment and trademarks. Depreciation comprises depreciation of plant and equipment.

資本開支包括添置機器及設備以及商標。折舊包括機器及設備折舊。

Unallocated assets and liabilities represent assets and liabilities not dedicated to a particular segment, consist primarily of taxation and corporate assets and liabilities.

未分配資產與負債指並非專屬於特定分類之資產與負債，主要包括稅項及公司資產與負債。

**3. Segmental Information** (continued)**Secondary reporting format – geographical segments**

The Group's two business segments operate primarily in three main geographical areas, even though they are managed on a worldwide basis.

The following table provides an analysis of the Group's turnover, total assets and capital expenditures by geographical locations.

**3. 分類資料** (續)**次要呈報方式 – 地區分類**

儘管本集團之兩項業務分類以全球性管理，惟主要在三個地區經營。

下表按地區所在地提供本集團之營業額、資產總值及資本開支之分析。

		Turnover 營業額		Total assets 資產總值		Capital expenditures 資本開支	
		Six months ended 31 October		At 31 October		Six months ended 31 October	
		截至十月三十一日止六個月		於十月三十一日		截至十月三十一日止六個月	
		2006	2005	2006	2006	2006	2005
		二零零六年	二零零五年	二零零六年	二零零六年	二零零六年	二零零五年
		(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(經審核)	(未經審核)	(未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Singapore	新加坡	8,292	7,685	12,499	12,082	–	77
Dubai	杜拜	2,863	2,590	–	–	–	–
Malaysia	馬來西亞	214	1,796	17,846	16,591	–	55
Others	其他	3,318	2,522	1,301	3,680	–	–
		14,687	14,593	31,646	32,353	–	132

Turnover is based on the location of customers.

營業額乃根據客戶所在地計算。

Total assets and capital expenditures are based on the location of those assets.

資產總值及資本開支乃根據該等資產之所在地計算。

#### 4. Operating Profit/(Loss)

#### 4. 經營溢利／（虧損）

Six months ended 31 October  
截至十月三十一日止六個月

		2006 二零零六年 (Unaudited) (未經審核) HK\$'000 千港元	2005 二零零五年 (Unaudited) (未經審核) HK\$'000 千港元
Operating profit/(loss) has been arrived at after (crediting)/charging:	經營溢利／（虧損）已（計入）／扣除下列各項：		
Interest income	利息收入	(33)	(64)
Depreciation of plant and equipment	機器及設備折舊	146	300
Operating lease payments in respect of office premises and staff quarters	辦公室場所及員工宿舍之經營租約付款	372	434

#### 5. Finance Costs

#### 5. 融資成本

Six months ended 31 October  
截至十月三十一日止六個月

		2006 二零零六年 (Unaudited) (未經審核) HK\$'000 千港元	2005 二零零五年 (Unaudited) (未經審核) HK\$'000 千港元
Interest expenses:	利息開支：		
Bank borrowings	銀行借貸	—	223
Finance lease obligations	融資租約承擔	6	23
		6	246

## 6. Income Tax Expense

## 6. 所得稅開支

Six months ended 31 October  
截至十月三十一日止六個月

		2006 二零零六年 (Unaudited) (未經審核) HK\$'000 千港元	2005 二零零五年 (Unaudited) (未經審核) HK\$'000 千港元
The charge comprises:	支出包括：		
Malaysia income tax	馬來西亞所得稅	51	25
Singapore income tax	新加坡所得稅	5	23
		56	48

The Malaysia income tax and Singapore income tax are calculated at rates of 28% (2005: 28%) and 20% (2005: 20%), respectively, on the assessable profits of the Group arising in respective jurisdiction during the periods.

馬來西亞所得稅及新加坡所得稅乃按本集團於該等期間在各自司法權區所產生之應課稅溢利分別按稅率28% (二零零五年: 28%) 及20% (二零零五年: 20%) 計算。

The Group's income neither arises in, nor is derived from, Hong Kong and is therefore not subject to Hong Kong profits tax.

本集團之收入並非產生或源於香港，因此無須繳納香港利得稅。

## 7. Earnings/(Loss) Per Share

## 7. 每股盈利／(虧損)

Three months ended 31 October  
截至十月三十一日止三個月Six months ended 31 October  
截至十月三十一日止六個月

		2006 二零零六年 (Unaudited) (未經審核)	2005 二零零五年 (Unaudited) (未經審核)	2006 二零零六年 (Unaudited) (未經審核)	2005 二零零五年 (Unaudited) (未經審核)
Profit/(loss) for the period attributable to equity holders of the Company (HK\$'000)	期內本公司股權持有人應佔溢利／(虧損) (千港元)	54	305	(635)	995
Number of shares:	股份數目：				
Weighted average number of ordinary shares for basic earnings/(loss) per share (Note (i))	計算每股基本盈利／(虧損)之普通股加權平均數 (附註(i))	200,000,000	200,000,000	200,000,000	200,000,000
Weighted average number of ordinary shares for diluted earnings/(loss) per share (Note (iii))	計算每股攤薄盈利／(虧損)之普通股加權平均數 (附註(iii))	200,000,000	200,000,000	200,000,000	200,000,000

## 7. Earnings/(Loss) Per Share (continued)

Notes:

- (i) The calculations of the basic earnings/(loss) per share are based on the Group's results for the period attributable to equity holders of the Company and on the weighted average number of shares of the Company in issue during the periods respectively.
- (ii) The calculations of the diluted earnings/(loss) per share are based on the Group's results for the period attributable to equity holders of the Company and on the weighted average number of shares of the Company after taking into account of the dilutive effect of the number of shares issuable under the share option scheme of the Company.

There are no outstanding share options as at 31 October 2006 and 31 October 2005 respectively under the Company's share option schemes and accordingly there is no dilutive effect on profit/(loss) for the periods respectively.

## 8. Dividend

The Directors do not recommend the payment of a dividend for the three months or the six months ended 31 October 2006 (2005: Nil).

## 9. Movements in Plant and Equipment

During the six months ended 31 October 2006 ("Reported Period"), the acquisition and disposal of plant and equipment of the Group were HK\$nil (2005: HK\$132,000) and HK\$49,000 (2005: HK\$7,000) respectively.

## 7. 每股盈利／（虧損）（續）

附註：

- (i) 每股基本盈利／（虧損）乃根據於該期間本公司股權持有人應佔本集團之業績及於該等期間已發行之本公司股份加權平均數計算。
- (ii) 每股攤薄盈利／（虧損）乃根據於該期間本公司股權持有人應佔本集團之業績及本公司股份加權平均數（經計及根據本公司購股權計劃可予發行之股份數目之攤薄影響）計算。

於二零零六年十月三十一日及二零零五年十月三十一日，並無根據本公司購股權計劃尚未行使之購股權，因此對該等期間各自之溢利／（虧損）並無攤薄影響。

## 8. 股息

董事不建議派付截至二零零六年十月三十一日止三個月或六個月之股息（二零零五年：無）。

## 9. 機器及設備變動

於截至二零零六年十月三十一日止六個月（「報告期間」）內，本集團購置及出售為數分別零港元（二零零五年：132,000港元）及49,000港元（二零零五年：7,000港元）之機器及設備。

**10. Trade Receivables**

The credit terms granted to customers range from 60 to 90 days. The ageing analysis of trade receivables at the respective balance sheet dates is as follows:

**10. 貿易應收款項**

本集團給予客戶平均60至90日之信貸期。貿易應收款項於各結算日之賬齡分析如下：

		At 31 October 2006 於二零零六年 十月三十一日 (Unaudited) (未經審核) HK\$'000 千港元	At 30 April 2006 於二零零六年 四月三十日 (Audited) (經審核) HK\$'000 千港元
0-30 days	0—30日	2,257	2,012
31-60 days	31—60日	1,919	951
61-90 days	61—90日	1,090	1,418
91-120 days	91—120日	216	598
121-180 days	121—180日	92	61
181-365 days	181—365日	659	463
Over 365 days	365日以上	—	13
		6,233	5,516
Less: Provision for impairment of trade receivables	減：貿易應收款項減值撥備	(574)	(575)
		5,659	4,941

## 11. Trade Payables

The ageing analysis of trade payables at the respective balance sheet dates is as follows:

		At 31 October 2006 於二零零六年 十月三十一日 (Unaudited) (未經審核) HK\$'000 千港元	At 30 April 2006 於二零零六年 四月三十日 (Audited) (經審核) HK\$'000 千港元
0 – 30 days	0 – 30日	704	1,133
31 – 60 days	31 – 60日	1,092	742
61 – 90 days	61 – 90日	366	–
91 – 120 days	91 – 120日	4	–
Over 120 days	120日 以上	1	–
		2,167	1,875

## 11. 貿易應付款項

貿易應付款項於各結算日之賬齡分析如下：

## 12. Borrowings

		At 31 October 2006 於二零零六年 十月三十一日 (Unaudited) (未經審核) HK\$'000 千港元	At 30 April 2006 於二零零六年 四月三十日 (Audited) (經審核) HK\$'000 千港元
Current	流動		
Bank overdrafts	銀行透支	–	396
Finance lease obligations	融資租約承擔	–	42
		–	438

## 12. 借貸



**13. Share Capital****13. 股本**

		<b>Number of shares</b>	<b>Amount</b>
		股份數目	數額
		'000	HK\$'000
		千股	千港元
Authorised:	法定：		
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
At 31 October 2006 and	於二零零六年十月三十一日及		
30 April 2006	二零零六年四月三十日	<b>1,000,000</b>	<b>10,000</b>
Issued and fully paid:	已發行及繳足股款：		
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
At 31 October 2006 and	於二零零六年十月三十一日及		
30 April 2006	二零零六年四月三十日	<b>200,000</b>	<b>2,000</b>

**14. Operating Lease Commitments****14. 經營租約承擔**

The future aggregate minimum lease payments under non-cancellable operating leases for office premises are as follows:

根據辦公室場所不可撤銷經營租約之未來最低租金總額如下：

		<b>At 31 October 2006</b>	At 30 April 2006
		於二零零六年 十月三十一日	於二零零六年 四月三十日
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Not later than one year	一年內	<b>147</b>	191

## 15. Related Party Transactions

As at 31 October 2006, the Company was 67.4% owned by Pacific Genius Group Limited, a company incorporated in the British Virgin Islands. The Directors regard Roly, a company incorporated in Bermuda and listed on the Main Board of the Singapore Exchange Securities Trading Limited, as being the ultimate holding company.

- (a) During the Reported Period, the Group had the following related party transactions:

Identity of related party 有關連人士身份	Nature of transactions 交易性質	Six months ended 31 October 截至十月三十一日止六個月	
		2006 二零零六年 (Unaudited) (未經審核) HK\$'000 千港元	2005 二零零五年 (Unaudited) (未經審核) HK\$'000 千港元
Midway Enterprises (Guang Zhou) Ltd., a fellow subsidiary 廣州中威日用品企業 有限公司(同系附屬公司)	Licensing income 商標授權收入	219	80
	Purchase 採購	57	—

- (b) Key management compensation

		Six months ended 31 October 截至十月三十一日止六個月	
		2006 二零零六年 (Unaudited) (未經審核) HK\$'000 千港元	2005 二零零五年 (Unaudited) (未經審核) HK\$'000 千港元
Salaries, bonuses and allowances	薪金、花紅及津貼	1,401	856
Pension costs – defined contribution plans	退休金成本 – 一定額供款計劃	3	23
		1,404	879

- (c) Balances with related companies

The amounts due from related companies were unsecured, non-interest bearing and were repayable within one year.

## 15. 有關連人士交易

於二零零六年十月三十一日，於英屬處女群島註冊成立之公司Pacific Genius Group Limited擁有本公司67.4%。董事認為，於百慕達註冊成立及在新加坡證券交易所有限公司主板上市之全威為最終控股公司。

- (a) 於報告期間，本集團之有關連人士交易如下：

Identity of related party 有關連人士身份	Nature of transactions 交易性質	Six months ended 31 October 截至十月三十一日止六個月	
		2006 二零零六年 (Unaudited) (未經審核) HK\$'000 千港元	2005 二零零五年 (Unaudited) (未經審核) HK\$'000 千港元
Midway Enterprises (Guang Zhou) Ltd., a fellow subsidiary 廣州中威日用品企業 有限公司(同系附屬公司)	Licensing income 商標授權收入	219	80
	Purchase 採購	57	—

- (b) 主要管理人員報酬

		Six months ended 31 October 截至十月三十一日止六個月	
		2006 二零零六年 (Unaudited) (未經審核) HK\$'000 千港元	2005 二零零五年 (Unaudited) (未經審核) HK\$'000 千港元
Salaries, bonuses and allowances	薪金、花紅及津貼	1,401	856
Pension costs – defined contribution plans	退休金成本 – 一定額供款計劃	3	23
		1,404	879

- (c) 與有關連公司結餘

應收有關連公司款項並無抵押、不計利息及須於一年內償還。

# Management Discussion and Analysis

## 管理層討論及分析

### Business Review

#### Turnover

The Group's turnover grew marginally by HK\$94,000 or 0.6% for the six months ended 31 October 2006 ("Reported Period") to HK\$14,687,000 compared to the six months ended 31 October 2005 ("Prior Period"). The Group's turnover is derived from two business segments namely, sales of goods comprising mainly men's innerwear, socks and apparel and licensing of the Group's *Byford* and *Baby-Q* trademarks. The turnover increase for the Reported Period includes a noteworthy growth in the sales of goods and a significant growth in the licensing businesses which were almost entirely offset by the impact from the disposal of the wholly-owned Malaysian subsidiary, Byford Marketing (M) Sdn. Bhd. ("BMM"), in July 2005, details of which were disclosed in a circular to shareholders dated 8 July 2005.

#### Sales of goods

During the Reported Period, the Group's revenue from the sales of goods was HK\$11,472,000, 2.9% lower as compared to HK\$11,809,000 in the Prior Period. The decrease in revenue was due to the inclusion of HK\$1,457,000 in revenues from BMM in the Prior Period with no revenues being recorded in the Reported Period. On a same business comparative basis, that is excluding BMM from the Prior Period, revenues from the sales of goods increased by 10.8% of which 6.4% was due to a favorable currency gain while the balance was attributable to increased exports to customers in Indonesia and Dubai.

#### Licensing income

Royalty income from licensing in the Reported Period was HK\$3,215,000 compared to the Prior Period of HK\$2,784,000. This increase, of 15.5%, reflects the growth of the *Byford* brand in the markets of China and Malaysia, the launch of the *Baby-Q* trademark in China plus the inclusion of Malaysia as a third party licensee.

### 業務回顧

#### 營業額

與截至二零零五年十月三十一日止六個月（「過往期間」）比較，本集團截至二零零六年十月三十一日止六個月（「報告期間」）之營業額輕微增長94,000港元（或0.6%）至14,687,000港元。本集團之營業額乃源自兩項業務分類，分別為銷售貨品（主要包括男士內衣褲、織襪及服飾）及專利授權本集團之*Byford*及*Baby-Q*商標。報告期間之營業額增長包括銷售貨品及專利授權業務所錄得之顯著增長，此增長幾乎全數抵銷二零零五年七月出售全資擁有之馬來西亞附屬公司Byford Marketing (M) Sdn. Bhd.（「BMM」）之影響，有關出售事項詳情已於二零零五年七月八日向股東發出之通函內披露。

#### 銷售貨品

於報告期間，本集團之銷售貨品收入為11,472,000港元，較過往期間之11,809,000港元減少2.9%。收入減少乃由於計入BMM於過往期間1,457,000港元之收入，及於報告期間並無錄得收入所致。按相同業務比較之基準，即於過往期間不包括BMM在內，銷售貨品收入之增幅為10.8%，其中6.4%乃因有利之貨幣匯兌收益所致，而其餘增長乃由於運往印尼及杜拜客戶之出口活動增加所致。

#### 商標授權收入

於報告期間，源自商標授權之專利權收入為3,215,000港元，而過往期間內則為2,784,000港元，該升幅為15.5%。此反映出*Byford*品牌在中國及馬來西亞市場之增長，在中國推出*Baby-Q*商標及將馬來西亞納入為第三方商標授權使用者之成果。

## Business Review (continued)

### Operating loss

Operating loss for the Reported Period stood at HK\$573,000 compared to an operating profit of HK\$465,000 for the Prior Period. The reduction of HK\$1,038,000 arose as a result of the following contributing factors:

- Royalty income increased by HK\$431,000.
- Gross profit from the sales of goods decreased by HK\$51,000, of which, HK\$398,000 was due to the impact from the disposal of BMM in July 2005. After excluding the gross profit generated by a disposed subsidiary, BMM, in the Prior Period, the overall increase in the gross profit from the sales of goods was mainly as a result of the currency translation gains, plus the additional gross profits earned from the increased exports. The gross profit margin from the sales of goods in Singapore remained stable.
- Increased operating expenses of HK\$1,386,000 arising mainly from the expansion of the new licensing team from September 2005 and increased promotional activity with key retailers in the Singapore market.

### Net loss

Loss before tax was HK\$579,000 for the Reported Period compared to a profit before tax of HK\$1,043,000 for the Prior Period. Included in the profit before tax for the Prior Period is an exceptional gain on disposal of BMM of HK\$824,000. Net loss stood at HK\$635,000 for the Reported Period as compared to a profit of HK\$995,000 in the Prior Period.

## Liquidity and Financial Resources

For the Reported Period, the Group utilised HK\$977,000 for its operations through an increase in trade receivables of HK\$646,000, an increase in inventories of HK\$29,000, an increase in trade creditors of HK\$259,000, an increase in prepayments, deposits and other receivables of HK\$86,000 plus a decrease in accruals and other payables of HK\$46,000.

The Group ended the Reported Period with net bank balances and cash of HK\$2,384,000.

The Group's current ratio stood at 3.0 as at 31 October 2006 and 30 April 2006. The Group's gearing ratio improved to 0% from 1.6% due to all borrowings were repaid during the Reported Period. The gearing ratio is computed by dividing bank borrowings and finance leases over total equity.

## 業務回顧 (續)

### 經營虧損

報告期間之經營虧損為573,000港元，相比於過往期間之經營溢利則為465,000港元。出現此1,038,000港元之減少乃由於下列因素：

- 專利權收入增加431,000港元。
- 銷售貨品之毛利減少51,000港元，其中398,000港元乃因二零零五年七月出售BMM之影響所致。倘撇除於過往期間出售附屬公司BMM所產生之毛利，銷售貨品所得毛利之整體增長乃主要由於貨幣匯兌收益加上出口增加之額外毛利進賬所致。新加坡銷售貨品之邊際毛利則維持穩定。
- 經營開支上升1,386,000港元，主要由於二零零五年九月擴充新成立之商標授權隊伍，以及與新加坡市場之主要零售商增加推廣活動所致。

### 虧損淨額

報告期間之除稅前虧損為579,000港元，而過往期間之除稅前溢利則為1,043,000港元。過往期間之除稅前溢利當中包括出售BMM所得之特殊收益824,000港元。報告期間之虧損淨額為635,000港元，而過往期間之溢利則為995,000港元。

## 流動資金及財務資源

於報告期間，本集團就其營運動用了977,000港元，包括貿易應收款項增加646,000港元、存貨增加29,000港元、貿易應付款項增加259,000港元、預付款項、按金及其他應收款項增加86,000港元，以及應計費用及其他應付款項減少46,000港元。

截至報告期間，本集團之銀行結餘淨額及現金為2,384,000港元。

於二零零六年十月三十一日及二零零六年四月三十日，本集團之流動比率為3.0。由於本集團已於報告期間內償還所有借貸，本集團之資本與負債比率由1.6%改善至0%。資本與負債比率乃按銀行借貸及融資租約除以權益總值計算。

## Human Resources

As at 31 October 2006, the Group employed a total of 37 employees compared with 39 employees as at 31 October 2005. The Group is committed to attracting people with the skill set necessary to grow the business for the long-term. To this end, the Group offers competitive remuneration packages based on individual performance, experience and industry norms.

## Prospects and Outlook

Although the operating results for the Reported Period ended with a loss, projections for the full fiscal year indicate a positive improvement over the prior year. It is expected that the growth in licensing revenues will continue as product from new licensees will be launched in their markets; plus operating expenses will decline as a result of the restructuring program. In addition, it should be noted that there were several non-recurring charges in the accounts for the Reported Period.

The primary strategic objective for the business is to continually improve the *Byford* brand's equity. To this end, it will be necessary to enhance the brand's image amongst its core consumers. This will be achieved by expanding the product range, first, into men's outerwear. Progress is being made towards this goal. On 20 November 2006, a new long-term license agreement was signed with Asia Merchandising (H.K.) Limited ("AML"), the *Byford* brand's licensee since 1989 and the Group's largest licensee. Pursuant to this new agreement, the licensee undertakes to line extend the *Byford* brand into men's outerwear in the markets of China, Hong Kong and Macau. This is ideal, as AML has the product development and distribution capabilities to properly manage the brand's expansion.

Once this line extension is in place, the next step will be to expand the product range to accessories and other products. The Group now has the organisation in place to implement this strategy. The successful achievement of this primary strategic objective will lay the foundation for a continual and growing stream of licensing revenues which, will not only improve the Group's long-term profitability, but also improve the *Byford* brand's equity.

In addition, work is nearing completion on revamping the packaging for products destined for the Singapore and export markets with the objective of making the brand more contemporary and thus more competitive at retail.

## 人力資源

於二零零六年十月三十一日，本集團合共聘用37名僱員，而於二零零五年十月三十一日則為39名僱員。本集團致力招攬人才，以配合長遠業務增長之需要。為此，本集團根據個人表現、經驗及行業慣例提供具競爭力之薪酬待遇。

## 展望及前景

儘管經營業績截至報告期間錄得虧損，惟對整個財政年度之預測顯示較過往年度有正面改善。隨著新商標授權使用者之產品即將於彼等市場推出，預料商標授權收入將持續增長；加上經營開支亦將因應重組計劃而減少。此外，於報告期間之賬目內出現若干非經常性費用亦須注意。

本集團業務之首要策略目標為持續提升 *Byford* 品牌之價值。為此，本集團將擴大產品系列，首先擴展至男士外衣產品，藉以加強 *Byford* 品牌在核心消費者心目中之形象。此目標已取得進展。於二零零六年十一月二十日，本集團與亞洲物產（香港）有限公司（「亞洲物產」）新簽訂一項長期專利授權協議。亞洲物產自一九八九年至今一直為 *Byford* 品牌之商標授權使用者，亦為本集團最大之商標授權使用者。根據此項新協議，授權使用者承諾將 *Byford* 品牌伸延至中國、香港及澳門之男士外衣市場。由於亞洲物產具備產品開發及分銷能力以妥善管理品牌之擴展，故簽訂有關協議實屬理想。

當品牌擴充踏上軌道後，本集團下一步將產品系列擴展至配飾及其他產品。目前，本集團擁有實行此策略之組織架構。成功達成此項首要策略目標，將可為商標授權收入之持續增長奠定穩固根基，此舉不僅可改善本集團之長遠盈利能力，還可提升 *Byford* 品牌之價值。

此外，本集團為新加坡及各出口市場銷售點之產品包裝換上新裝之工作正接近完成階段，務求使品牌更添時代感，從而在零售層面上更具競爭力。

## Voluntary Delisting Proposal of Roly

The Board has been informed that a proposal (“Proposal”) from RI Special Holdings Bermuda Limited (“BidCo”), a company owned by Mr. Wang Lu Yen and Asia Pacific Growth Fund V, L.P., CFM Investments Limited, Titan I Venture Capital Co., Ltd. and FAT Capital Management Co., Ltd was put forward to the board of directors of Roly to seek a voluntary delisting of Roly from the Singapore Exchange Securities Trading Limited. Subject to and upon the Proposal having been approved by Roly’s shareholders and implemented, BidCo will become the controlling shareholder of Roly. Since Roly is the controlling shareholder of the Company, BidCo will become the controlling shareholder of the Company. The Company has been informed by BidCo that a mandatory unconditional offer for all the Company’s shares not already owned by it or its concert parties is not required to be made pursuant to the Hong Kong Code on Takeovers and Mergers. Details of the Proposal were set out in an announcement dated 12 December 2006 jointly issued by the Company, BidCo and Linmark Group Limited.

## 全威之自願除牌建議

董事會已知悉RI Special Holdings Bermuda Limited (「BidCo」) (一間由王祿閻先生、Asia Pacific Growth Fund V, L.P.、CFM Investments Limited、Titan I Venture Capital Co., Ltd.以及FAT Capital Management Co., Ltd擁有之公司)已向全威之董事會提出一項建議(「該建議」),尋求全威從新加坡證券交易所有限公司中自願除牌。於全威之股東批准及落實該建議及受其規限下, BidCo將成為全威之控股股東。由於全威為本公司之控股股東,因此BidCo將成為本公司之控股股東。本公司已獲BidCo告知,根據香港公司收購及合併守則,毋須就BidCo及其一致行動人士尚未擁有之所有本公司股份提出強制性無條件收購建議。有關該建議之詳情已載於本公司、BidCo與林麥集團有限公司於二零零六年十二月十二日聯合刊發之公佈內。

# Other Information

## 其他資料

### Share options

Pursuant to the written resolutions of the shareholders of the Company dated 10 June 2003, among others, a share option scheme namely, the Employee Share Option Scheme, was adopted by the Company.

As at 31 October 2006, no share option has been granted pursuant to the Employee Share Option Scheme since its adoption.

### 購股權

根據本公司股東於二零零三年六月十日通過之書面決議案，本公司已採納（其中包括）一項購股權計劃，即僱員購股權計劃。

於二零零六年十月三十一日，自採納僱員購股權計劃以來並無根據該計劃授出任何購股權。

### Directors' and chief executive's interests and short positions in the shares, underlying shares and debentures

As at 31 October 2006, the interests and short positions of the directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he is taken or deemed to have under such provisions of the SFO); or which are required to be recorded in the register maintained by the Company pursuant to Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules were as follows:

### 董事及最高行政人員於股份、相關股份及債券之權益及淡倉

於二零零六年十月三十一日，本公司之董事及最高行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例該等條文被當作或視為擁有之權益或淡倉）；或須記入本公司根據證券及期貨條例第352條存置之登記冊之權益及淡倉；或根據創業板上市規則第5.46條須知會本公司及聯交所之權益及淡倉如下：

#### (1) Long positions in the shares of the Company

#### (1) 於本公司股份之好倉

Name of Directors	Capacity	Number of issued shares held	Percentage of issued share capital
董事姓名	身份	持有已發行股份數目	已發行股本百分比
Wang Lu Yen 王祿閻	Interest of controlled corporation (Note 1) 受控制法團之權益（附註1）	134,709,990	67.35%
Chai Sing Hong 齊聖康	Beneficial owner 實益擁有人	12,045,000	6.02%
Md Wira Dani Bin Abdul Daim	Interest of controlled corporation (Note 2) 受控制法團之權益（附註2）	2,500,000	1.25%



## Directors' and chief executive's interests and short positions in the shares, underlying shares and debentures (continued)

## 董事及最高行政人員於股份、相關股份及債券之權益及淡倉 (續)

### (1) Long positions in the shares of the Company (continued)

### (1) 於本公司股份之好倉 (續)

Notes:

附註:

- As at 31 October 2006, Mr. Wang Lu Yen, Mrs. Wang Liaw Bin Bin, the wife of Mr. Wang Lu Yen, and Megastar Holdings Limited, a company controlled by Mr. Wang Lu Yen, held approximately 35.37% of the issued share capital of Roly. Roly, the ultimate holding company of the Company, through Pacific Genius Group Limited ("PGGL"), held 134,709,990 shares, representing approximately 67.35% of the issued share capital of the Company. Mr. Wang Lu Yen is thus deemed, by virtue of the SFO, to be interested in all the shares of the Company in which Roly is interested.
- As at 31 October 2006, Skyline Agents Limited, a company incorporated in the British Virgin Islands, held 2,500,000 shares, representing 1.25% of the issued share capital of the Company. It is legally and beneficially wholly-owned by Mr. Md Wira Dani Bin Abdul Daim. Accordingly, he is deemed to be interested in the shares of the Company held by Skyline Agents Limited by virtue of the SFO.

- 於二零零六年十月三十一日，王祿閣先生、廖彬彬女士（王祿閣先生之妻子）及Megastar Holdings Limited（王祿閣先生控制之公司）持有全威已發行股本約35.37%。本公司之最終控股公司全威透過Pacific Genius Group Limited（「PGGL」）持有134,709,990股之股份，佔本公司已發行股本約67.35%。因此，根據證券及期貨條例，王祿閣先生被視為擁有全威所擁有本公司股份之全部權益。
- 於二零零六年十月三十一日，Skyline Agents Limited（於英屬處女群島註冊成立之公司）持有2,500,000股之股份，佔本公司已發行股本1.25%。Skyline Agents Limited由Md Wira Dani Bin Abdul Daim先生法定及實益全資擁有。因此，根據證券及期貨條例，彼被視為擁有Skyline Agents Limited所持本公司股份之權益。

### (2) Long positions in the shares of associated corporations

### (2) 於相聯法團股份之好倉

Name of associated corporations	Name of Directors	Capacity	Number of issued shares held 持有已發行股份數目	Percentage of issued share capital 已發行股本百分比
相聯法團名稱	董事姓名	身份		
Roly (Note 1) 全威 (附註1)	Wang Lu Yen 王祿閣	Beneficial owner 實益擁有人	23,631,000	5.75%
		Interest of spouse (Note 2) 配偶之權益 (附註2)	350,000	0.09%
		Interest of controlled corporation (Note 3) 受控制法團之權益 (附註3)	121,243,500	29.53%
Roly 全威	Norman Janelle	Person who set up a discretionary trust (Note 4) 成立全權信託之人士 (附註4)	250,000	0.06%
Roly 全威	Lin Jui Hsien, Jacob 林瑞賢	Beneficial owner 實益擁有人	3,811,298	0.93%
Linmark Group Limited ("Linmark") (Note 5) 林麥集團有限公司 ("林麥") (附註5)	Wang Lu Yen 王祿閣	Beneficial owner 實益擁有人	620,000	0.09%
		Interest of controlled corporation (Note 6) 受控制法團之權益 (附註6)	437,720,000	65.64%



**Directors' and chief executive's interests and short positions in the shares, underlying shares and debentures** (continued)

**董事及最高行政人員於股份、相關股份及債券之權益及淡倉** (續)

**(2) Long positions in the shares of associated corporations** (continued)

**(2) 於相聯法團股份之好倉** (續)

Notes:

附註:

1. As at 31 October 2006, Roly, the ultimate holding company of the Company, through PGGL, held 134,709,990 shares, representing approximately 67.35% of the issued share capital of the Company.
  2. These shares in Roly were held by Mrs. Wang Liaw Bin Bin, the wife of Mr. Wang Lu Yen.
  3. These shares in Roly were held by Megastar Holdings Limited, the entire issued share capital of which is owned by Mr. Wang Lu Yen. Mr. Wang Lu Yen is a director of Megastar Holdings Limited.
  4. These shares in Roly were held by Jojahn Pact Limited by Guarantee and beneficially owned by a discretionary trust which was controlled by Mr. Norman Janelle.
  5. As at 31 October 2006, Roly, the ultimate holding company of Linmark, through RGS Holdings Limited, held 437,720,000 shares, representing approximately 65.64% of the issued share capital of Linmark.
  6. These shares in Linmark were held by RGS Holdings Limited, the entire issued share capital of which is owned by Roly. As at 31 October 2006, Mr. Wang Lu Yen, Mrs. Wang Liaw Bin Bin, the wife of Mr. Wang Lu Yen, and Megastar Holdings Limited, a company controlled by Mr. Wang Lu Yen, held approximately 35.37% of the issued share capital of Roly. Mr. Wang Lu Yen is thus deemed, by virtue of the SFO, to be interested in all the shares of Linmark in which Roly is interested.
1. 於二零零六年十月三十一日，本公司之最終控股公司全威透過PGGL持有134,709,990股股份，佔本公司已發行股本約67.35%。
  2. 該等全威股份由王祿闇先生之妻子廖彬彬女士持有。
  3. 該等全威股份由Megastar Holdings Limited（王祿闇先生擁有其全部已發行股本）所持有。王祿闇先生為Megastar Holdings Limited之董事。
  4. 該等全威股份由Jojahn Pact Limited by Guarantee持有，並由Norman Janelle先生所控制之全權信託實益擁有。
  5. 於二零零六年十月三十一日，林麥之最終控股公司全威透過RGS Holdings Limited持有437,720,000股股份，佔林麥已發行股本約65.64%。
  6. 該等林麥股份由RGS Holdings Limited（全威擁有其全部已發行股本）所持有。於二零零六年十月三十一日，王祿闇先生、廖彬彬女士（王祿闇先生之妻子）及Megastar Holdings Limited（王祿闇先生控制之公司）持有全威已發行股本約35.37%。因此，根據證券及期貨條例，王祿闇先生被視為擁有全威所擁有林麥股份之全部權益。

**Directors' and chief executive's interests and short positions in the shares, underlying shares and debentures** *(continued)*

**董事及最高行政人員於股份、相關股份及債券之權益及淡倉** (續)

**(3) Long positions in the underlying shares of associated corporation**

**(3) 於相聯法團相關股份之好倉**

Name of associated corporation	Name of Directors	Capacity	Number of underlying shares (as further comprised and detailed in (a) and (b) below) 相關股份數目 (如下文(a)及(b)段進一步載列及詳述)
相聯法團 名稱	董事姓名	身份	
Roly 全威	Wang Lu Yen 王祿閻	Beneficial owner 實益擁有人	6,650,000
Roly 全威	Wang Lu Yen 王祿閻	Interest of spouse 配偶之權益	87,500
Roly 全威	Wang Lu Yen 王祿閻	Interest of controlled corporation 受控制法團之權益	30,310,875
Roly 全威	Lin Jui Hsien, Jacob 林瑞賢	Beneficial owner 實益擁有人	7,915,324

*(a) Rights to acquire shares of associated corporation*

*(a) 購入相聯法團股份之權利*

Pursuant to the share option scheme of Roly, the ultimate holding company of the Company, certain Directors were granted share options to subscribe for shares of Roly, details of which as at 31 October 2006, were as follows:

根據本公司最終控股公司全威之購股權計劃，若干董事獲授予購股權以認購全威之股份，該等購股權於二零零六年十月三十一日之詳情如下：

Name of Directors	Date of grant	Number of share options to subscribe for shares of Roly as at 31 October 2006 於二零零六年十月三十一日可認購全威股份之購股權數目	Exercise period	Subscription price per share of Roly 每股全威股份之認購價 US\$ 美元
董事姓名	授出日期		行使期間	
Wang Lu Yen 王祿閻	23/08/2004	1,600,000	23/08/2005 – 22/08/2010	0.248
Lin Jui Hsien, Jacob 林瑞賢	21/08/2001	1,200,000	21/08/2002 – 20/08/2009	0.100
	07/03/2002	2,000,000	07/03/2004 – 06/03/2010	0.130
	22/11/2002	1,500,000	22/11/2003 – 21/11/2008	0.138
	09/05/2003	1,500,000	09/05/2004 – 08/05/2009	0.151
	30/03/2004	1,000,000	30/03/2005 – 29/03/2010	0.321

**Directors' and chief executive's interests and short positions in the shares, underlying shares and debentures** (continued)

**董事及最高行政人員於股份、相關股份及債券之權益及淡倉** (續)

**(3) Long positions in the underlying shares of associated corporation** (continued)

**(3) 於相聯法團相關股份之好倉** (續)

(b) Certain Directors were granted bonus warrants by Roly on 29 April 2004 to subscribe for shares of Roly, details of which as at 31 October 2006, were as follows:

(b) 若干董事於二零零四年四月二十九日獲全威授予紅利認股權證以認購全威之股份，該等認股權證於二零零六年十月三十一日之詳情如下：

Name of Directors	Capacity	Number of warrants to subscribe for shares of Roly as at 31 October 2006 (Note 1) 於二零零六年十月三十一日可認購全威股份之認股權證數目 (附註1)	Exercise period	Subscription price per share of Roly 每股全威股份之認購價 S\$ 新加坡元
董事姓名	身份		行使期間	
Wang Lu Yen 王祿閻	Beneficial owner 實益擁有人	5,050,000	29/04/2004 – 28/04/2009	0.75
Wang Lu Yen 王祿閻	Interest of spouse (Note 2) 配偶之權益 (附註2)	87,500	29/04/2004 – 28/04/2009	0.75
Wang Lu Yen 王祿閻	Interest of controlled corporation (Note 3) 受控制法團之權益 (附註3)	30,310,875	29/04/2004 – 28/04/2009	0.75
Lin Jui Hsien, Jacob 林瑞賢	Beneficial owner 實益擁有人	715,324	29/04/2004 – 28/04/2009	0.75

Notes:

附註：

- Each warrant entitles the holder to subscribe for one share of Roly.
- These warrants in Roly were held by Mrs. Wang Liaw Bin Bin, the wife of Mr. Wang Lu Yen.
- These warrants in Roly were held by Megastar Holdings Limited, the entire issued share capital of which is owned by Mr. Wang Lu Yen. Mr. Wang Lu Yen is a director of Megastar Holdings Limited.

- 每份認股權證賦予持有人認購一股全威股份之權利。
- 該等全威認股權證由王祿閻先生之妻子廖彬彬女士持有。
- 該等全威認股權證由 Megastar Holdings Limited (王祿閻先生擁有其全部已發行股本) 持有。王祿閻先生為 Megastar Holdings Limited 之董事。

## Directors' and chief executive's interests and short positions in the shares, underlying shares and debentures (continued)

Save as disclosed above, as at 31 October 2006, none of the directors and chief executive of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he is taken or deemed to have under such provisions of the SFO); or which are required to be recorded in the register maintained by the Company pursuant to Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

## Substantial shareholders and other persons with interests in the Company which are discloseable under Section 336 of Part XV of the SFO

So far as the directors or chief executive of the Company are aware, as at 31 October 2006, the persons or corporations (not being a director or chief executive of the Company) who had interests or short positions (directly or indirectly) in the shares or underlying shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who are substantial shareholders as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

### Long positions in the shares of the Company

Name	Capacity	Number of issued shares held 持有已發行股份數目	Percentage of issued share capital 已發行股本百分比
名稱	身份		
PGGL	Beneficial owner (Note 1) 實益擁有人 (附註1)	134,709,990	67.35%
Roly 全威	Interest of controlled corporation (Note 2) 受控制法團之權益 (附註2)	134,709,990	67.35%
Chan Wai Yee	Interest of spouse (Note 3) 配偶之權益 (附註3)	12,045,000	6.02%

## 董事及最高行政人員於股份、相關股份及債券之權益及淡倉 (續)

除上文所披露者外，於二零零六年十月三十一日，本公司董事及最高行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之任何權益或淡倉（包括根據證券及期貨條例該等條文被當作或視為擁有之權益或淡倉）；或須記入本公司根據證券及期貨條例第352條存置之登記冊之任何權益或淡倉；或根據創業板上市規則第5.46條須知會本公司及聯交所之任何權益或淡倉。

## 主要股東及於本公司擁有根據證券及期貨條例第XV部第336條須予披露之權益之其他人士

就本公司董事或最高行政人員所知，於二零零六年十月三十一日，下列人士或法團（本公司董事或最高行政人員除外）於本公司股份或相關股份中（直接或間接）擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露之權益或淡倉，或為本公司根據證券及期貨條例第336條規定存置之登記冊所記錄之主要股東如下：

### 於本公司股份之好倉

## Substantial shareholders and other persons with interests in the Company which are discloseable under Section 336 of Part XV of the SFO (continued)

### Long positions in the shares of the Company (continued)

Notes:

1. PGGL, incorporated in the British Virgin Islands, is a wholly-owned subsidiary of Roly. Roly is a company incorporated in Bermuda, the shares of which are listed on the Singapore Exchange Securities Trading Limited. Mr. Wang Lu Yen and his associates are directly and indirectly holding approximately 35.37% of issued share capital of Roly. Accordingly, Roly and Mr. Wang Lu Yen are deemed to be interested in all shares of the Company held by PGGL.
2. The shares are beneficially owned by PGGL, a wholly-owned subsidiary of Roly. Roly is deemed to be interested in all shares of the Company held by PGGL.
3. Ms. Chan Wai Yee is the spouse of Mr. Chai Sing Hong. Ms. Chan Wai Yee is deemed to be interested in Mr. Chai Sing Hong's interest in the shares of the Company (as disclosed in the above paragraph headed "Directors' and chief executive's interests and short positions in the shares, underlying shares and debentures").

Save as disclosed above, as at 31 October 2006, no person or corporation (not being a director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who are substantial shareholders as recorded in the register of substantial shareholders required to be kept by the Company under Section 336 of the SFO.

## Dividend

The Directors do not recommend the payment of dividend for the Reported Period (2005: Nil).

## Competing interests

For the Reported Period, the Directors are not aware of any business or interest of the Directors, the management shareholders and their respective associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

## 主要股東及於本公司擁有根據證券及期貨條例第XV部第336條須予披露之權益之其他人士 (續)

### 於本公司股份之好倉 (續)

附註：

1. 於英屬處女群島註冊成立之PGGL為全威之全資附屬公司。全威為於百慕達註冊成立之公司，其股份於新加坡證券交易所有限公司上市。王祿閻先生及其聯繫人士直接及間接持有全威已發行股本約35.37%。因此，全威及王祿閻先生被視為擁有全部PGGL所持本公司股份之權益。
2. 該等股份由全威之全資附屬公司PGGL實益擁有。全威被視為擁有全部PGGL所持本公司股份之權益。
3. Chan Wai Yee女士為齊聖康先生之配偶。Chan Wai Yee女士被視為擁有齊聖康先生所持本公司股份之權益（誠如上文「董事及最高行政人員於股份、相關股份及債券之權益及淡倉」一段所披露）。

除上文所披露者外，於二零零六年十月三十一日，概無任何人士或法團（本公司董事或最高行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露之權益或淡倉，或為本公司根據證券及期貨條例第336條規定存置之主要股東登記冊所記錄之主要股東。

## 股息

董事不建議派付報告期間之股息（二零零五年：無）。

## 競爭權益

於報告期間，董事並不知悉董事、管理層股東及彼等各自之聯繫人士（定義見創業板上市規則）之任何業務或權益與或可能與本集團業務構成競爭，亦不知悉任何該等人士與本集團有或可能有任何其他利益衝突。

## Sponsor

The sponsor agreement dated 9 September 2005 entered into between the Company and Cazenove Asia Limited expired on 31 July 2006. The Company did not appoint any sponsor or compliance adviser (as defined in Rule 6A.01 of the GEM Listing Rules) thereafter.

## 保薦人

本公司與嘉誠亞洲有限公司於二零零五年九月九日所訂立之保薦人協議已於二零零六年七月三十一日屆滿。其後，本公司並無委任任何保薦人或監察顧問（定義見創業板上市規則第6A.01條）。

## Purchase, sale or redemption of the listed securities of the Company

During the Reported Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## 購買、出售或贖回本公司之上市證券

於報告期間內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

## Corporate governance

The Company has adopted the Code Provisions as stated in Appendix 15 to the GEM Listing Rules as the Code on Corporate Governance Practices ("Code") of the Company.

## 企業管治

本公司已採納創業板上市規則附錄15所述之守則條文為本公司之企業管治常規守則（「守則」）。

During the Reported Period, the Company has complied with the Code Provisions of the Code without deviations.

於報告期間內，本公司一直遵守守則之守則條文，概無出現任何偏離行為。

## Audit committee

The Company has established an audit committee with written terms of reference based upon the guidelines recommended by the Hong Kong Institute of Certified Public Accountants and the Code on Corporate Governance Practices as set out in Appendix 15 to the GEM Listing Rules. The primary duties of the audit committee are the review and supervision of the Company's financial reporting process and internal control systems. The audit committee, comprising the three independent non-executive Directors referred to below, has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the unaudited consolidated financial statements and report for the Reported Period.

## 審核委員會

本公司已成立審核委員會，並按香港會計師公會所建議之指引及創業板上市規則附錄15所載之企業管治常規守則書面界定其職權範圍。審核委員會之主要職責為審閱及監管本公司之財務報告程序及內部監控系統。由三名獨立非執行董事（見下文）組成之審核委員會已與管理層審閱本集團採納之會計原則及慣例，並已商討審核、內部監控及財務報告事項，包括審閱報告期間之未經審核綜合財務報表及報告。

## Directors' securities transactions

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its Code of Conduct for Securities Transactions by Directors. Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the required standard of dealings throughout the Reported Period.

## Board of Directors

As at the date of this report, the executive Directors are Mr. Wang Lu Yen (Chairman), Mr. Norman Janelle (Chief Executive Officer), Mr. Chai Sing Hong and Mr. Lin Jui Hsien, Jacob; the non-executive Director is Mr. Md Wira Dani Bin Abdul Daim; and the independent non-executive Directors are Mr. Chow Chi Kiong, Mr. Yue Kwai Wa, Ken and Mr. Liew Swee Yean, Ivan.

By Order of the Board

**Norman Janelle**

*Director and Chief Executive Officer*

Hong Kong, 12 December 2006

## 董事之證券交易

本公司已採納創業板上市規則第5.48至5.67條所載之交易必守標準為董事進行證券交易之行為守則。經向全體董事作出特定查詢後，全體董事確認彼等於報告期間一直遵守交易必守標準。

## 董事會

於本報告日期，執行董事為王祿閻先生（主席）、Norman Janelle先生（行政總裁）、齊聖康先生及林瑞賢先生；非執行董事為Md Wira Dani Bin Abdul Daim先生；及獨立非執行董事為Chow Chi Kiong先生、余季華先生及劉瑞源先生。

承董事會命

董事兼行政總裁

**Norman Janelle**

香港，二零零六年十二月十二日

# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Wang Lu Yen (*Chairman*)

Norman Janelle (*Chief Executive Officer*)

Chai Sing Hong

Lin Jui Hsien, Jacob

#### Non-Executive Director

Md Wira Dani Bin Abdul Daim

#### Independent Non-Executive Directors

Chow Chi Kiong

Yue Kwai Wa, Ken

Liew Swee Yean, Ivan

### COMPANY SECRETARY

Cheung Hoi Yin, Brenda

### QUALIFIED ACCOUNTANT

Yung Tak Wai, Tony

### COMPLIANCE OFFICER

Lin Jui Hsien, Jacob

### AUDIT COMMITTEE

Chow Chi Kiong (*Chairman of the committee*)

Yue Kwai Wa, Ken

Liew Swee Yean, Ivan

### AUTHORISED REPRESENTATIVES

Cheung Hoi Yin, Brenda

Lin Jui Hsien, Jacob

### AUDITORS

PricewaterhouseCoopers

### 董事會

#### 執行董事

王祿闇 (主席)

Norman Janelle (行政總裁)

齊聖康

林瑞賢

#### 非執行董事

Md Wira Dani Bin Abdul Daim

#### 獨立非執行董事

Chow Chi Kiong

余季華

劉瑞源

### 公司秘書

張海燕

### 合資格會計師

翁德偉

### 監察主任

林瑞賢

### 審核委員會

Chow Chi Kiong (委員會主席)

余季華

劉瑞源

### 授權代表

張海燕

林瑞賢

### 核數師

羅兵咸永道會計師事務所



## REGISTERED OFFICE

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## 註冊辦事處

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites 401-409  
Jardine House  
1 Connaught Place  
Central  
Hong Kong

## 總辦事處及香港主要營業地點

香港  
中環  
康樂廣場1號  
怡和大廈  
401-409室

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Bank of Bermuda (Cayman) Limited  
2nd Floor, Strathvale House  
North Church Street  
P.O. Box 513  
Grand Cayman KY1-1106  
Cayman Islands

## 股份登記及過戶總處

Bank of Bermuda (Cayman) Limited  
2nd Floor, Strathvale House  
North Church Street  
P.O. Box 513  
Grand Cayman KY1-1106  
Cayman Islands

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Standard Registrars Limited  
26th Floor  
Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

## 香港股份登記及過戶分處

標準證券登記有限公司  
香港  
灣仔  
皇后大道東28號  
金鐘匯中心  
26樓

## PRINCIPAL BANKERS

Southern Bank Berhad  
Standard Chartered Bank (Hong Kong) Limited

## 主要往來銀行

Southern Bank Berhad  
渣打銀行(香港)有限公司

## WEBSITE ADDRESS

[www.donaldbyford.com](http://www.donaldbyford.com)

## 網址

[www.donaldbyford.com](http://www.donaldbyford.com)

## STOCK CODE

8272

## 股份代號

8272

